



HEALTH QUARTERLY STATEMENT

AS OF JUNE 30, 2012
OF THE CONDITION AND AFFAIRS OF THE

HealthLink HMO, Inc.

NAIC Group Code 0671 0671 NAIC Company Code 96475 Employer's ID Number 43-1616135
(Current) (Prior)

Organized under the Laws of Missouri, State of Domicile or Port of Entry Missouri

Country of Domicile United States of America

Licensed as business type: Health Maintenance Organization

Is HMO Federally Qualified? Yes [] No [X]

Incorporated/Organized 07/29/1992 Commenced Business 01/14/1993

Statutory Home Office 1831 Chestnut Street St. Louis, MO 63103-2275
(Street and Number) (City or Town, State and Zip Code)

Main Administrative Office 1831 Chestnut Street 314-923-4444
(Street and Number) (Area Code) (Telephone Number)
St. Louis, MO 63103-2275
(City or Town, State and Zip Code)

Mail Address 6775 W. Washington Street Milwaukee, WI 53214
(Street and Number or P.O. Box) (City or Town, State and Zip Code)

Primary Location of Books and Records 6775 W. Washington Street
(Street and Number)
Milwaukee, WI 53214 414-459-6833
(City or Town, State and Zip Code) (Area Code) (Telephone Number)

Internet Web Site Address www.healthlink.com

Statutory Statement Contact Brenda J. Buss 414-459-6833
(Name) (Area Code) (Telephone Number)
brenda.buss@bcbswi.com 414-459-6229
(E-mail Address) (FAX Number)

OFFICERS

President Dennis William Casey Treasurer Robert David Kretschmer
Secretary Kathleen Susan Kiefer Assistant Secretary Karen Elizabeth Geiger

OTHER

DIRECTORS OR TRUSTEES

Wayne Scott DeVeydt Dennis William Casey Catherine Irene Kelaghan

State of Indiana SS:
County of Hendricks

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

Dennis William Casey
President

Kathleen Susan Kiefer
Secretary

Robert David Kretschmer
Treasurer

Subscribed and sworn to before me this 24 day of JULY, 2012
Theresa Hill

- a. Is this an original filing? Yes [X] No []
b. If no,
1. State the amendment number
2. Date filed
3. Number of pages attached



ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds	24,607,622		24,607,622	25,148,680
2. Stocks:				
2.1 Preferred stocks			0	0
2.2 Common stocks			0	0
3. Mortgage loans on real estate:				
3.1 First liens			0	0
3.2 Other than first liens.....			0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$ encumbrances)			0	0
4.2 Properties held for the production of income (less \$ encumbrances)			0	0
4.3 Properties held for sale (less \$ encumbrances)			0	0
5. Cash (\$ (12,759,304)), cash equivalents (\$) and short-term investments (\$ 1,043,566)	(11,715,738)		(11,715,738)	(7,058,715)
6. Contract loans (including \$ premium notes)			0	0
7. Derivatives			0	0
8. Other invested assets			0	0
9. Receivables for securities			0	0
10. Securities lending reinvested collateral assets			0	0
11. Aggregate write-ins for invested assets	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	12,891,884	0	12,891,884	18,089,965
13. Title plants less \$ charged off (for Title insurers only)			0	0
14. Investment income due and accrued	362,229		362,229	373,000
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection			0	0
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ earned but unbilled premiums)			0	0
15.3 Accrued retrospective premiums			0	0
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers			0	0
16.2 Funds held by or deposited with reinsured companies			0	0
16.3 Other amounts receivable under reinsurance contracts			0	0
17. Amounts receivable relating to uninsured plans	37,427		37,427	88,708
18.1 Current federal and foreign income tax recoverable and interest thereon			0	0
18.2 Net deferred tax asset	3,189		3,189	240,670
19. Guaranty funds receivable or on deposit			0	0
20. Electronic data processing equipment and software			0	0
21. Furniture and equipment, including health care delivery assets (\$)			0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates			0	0
23. Receivables from parent, subsidiaries and affiliates	302,036		302,036	657,623
24. Health care (\$) and other amounts receivable			0	0
25. Aggregate write-ins for other than invested assets	11,391	11,391	0	0
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	13,608,156	11,391	13,596,765	19,449,966
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	0
28. Total (Lines 26 and 27)	13,608,156	11,391	13,596,765	19,449,966
DETAILS OF WRITE-INS				
1101.				
1102.				
1103.				
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0	0
1199. Totals (Lines 1101 through 1103 plus 1198)(Line 11 above)	0	0	0	0
2501. Provider Admin Fee Receivable	11,391	11,391	0	0
2502.				
2503.				
2598. Summary of remaining write-ins for Line 25 from overflow page	0	0	0	0
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	11,391	11,391	0	0

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$16,396 reinsurance ceded)			0	0
2. Accrued medical incentive pool and bonus amounts			0	0
3. Unpaid claims adjustment expenses			0	0
4. Aggregate health policy reserves, including the liability of \$0 for medical loss ratio rebate per the Public Health Service Act			0	0
5. Aggregate life policy reserves			0	0
6. Property/casualty unearned premium reserve			0	0
7. Aggregate health claim reserves			0	0
8. Premiums received in advance	11,027		11,027	14,323
9. General expenses due or accrued	1,156,864		1,156,864	736,599
10.1 Current federal and foreign income tax payable and interest thereon (including \$ on realized gains (losses))	439,105		439,105	438,457
10.2 Net deferred tax liability			0	0
11. Ceded reinsurance premiums payable			0	0
12. Amounts withheld or retained for the account of others			0	0
13. Remittances and items not allocated			0	0
14. Borrowed money (including \$ current) and interest thereon \$ (including \$ current)			0	0
15. Amounts due to parent, subsidiaries and affiliates	63,089		63,089	182,077
16. Derivatives			0	0
17. Payable for securities			0	0
18. Payable for securities lending			0	0
19. Funds held under reinsurance treaties (with \$ authorized reinsurers and \$ unauthorized reinsurers)			0	0
20. Reinsurance in unauthorized companies			0	0
21. Net adjustments in assets and liabilities due to foreign exchange rates			0	0
22. Liability for amounts held under uninsured plans	38,100		38,100	57,155
23. Aggregate write-ins for other liabilities (including \$562 current)	13,422	0	13,422	26,904
24. Total liabilities (Lines 1 to 23)	1,721,607	0	1,721,607	1,455,515
25. Aggregate write-ins for special surplus funds	XXX	XXX	0	0
26. Common capital stock	XXX	XXX	1,000	1,000
27. Preferred capital stock	XXX	XXX		
28. Gross paid in and contributed surplus	XXX	XXX	2,499,000	2,499,000
29. Surplus notes	XXX	XXX		0
30. Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
31. Unassigned funds (surplus)	XXX	XXX	9,375,158	15,494,451
32. Less treasury stock, at cost:				
32.1 shares common (value included in Line 26 \$)	XXX	XXX		
32.2 shares preferred (value included in Line 27 \$)	XXX	XXX		
33. Total capital and surplus (Lines 25 to 31 minus Line 32)	XXX	XXX	11,875,158	17,994,451
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	13,596,765	19,449,966
DETAILS OF WRITE-INS				
2301. Escheat	13,422		13,422	26,904
2302.				
2303.				
2398. Summary of remaining write-ins for Line 23 from overflow page	0	0	0	0
2399. Totals (Lines 2301 through 2303 plus 2398)(Line 23 above)	13,422	0	13,422	26,904
2501.	XXX	XXX		
2502.	XXX	XXX		
2503.	XXX	XXX		
2598. Summary of remaining write-ins for Line 25 from overflow page	XXX	XXX	0	0
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	XXX	XXX	0	0
3001.	XXX	XXX		
3002.	XXX	XXX		
3003.	XXX	XXX		
3098. Summary of remaining write-ins for Line 30 from overflow page	XXX	XXX	0	0
3099. Totals (Lines 3001 through 3003 plus 3098)(Line 30 above)	XXX	XXX	0	0

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member Months	XXX	.81	126	240
2. Net premium income (including \$ non-health premium income).....	XXX			0
3. Change in unearned premium reserves and reserve for rate credits.....	XXX			0
4. Fee-for-service (net of \$ medical expenses).....	XXX			0
5. Risk revenue	XXX			0
6. Aggregate write-ins for other health care related revenues	XXX	19,333	2,246	17,644
7. Aggregate write-ins for other non-health revenues	XXX	0	0	0
8. Total revenues (Lines 2 to 7)	XXX	19,333	2,246	17,644
Hospital and Medical:				
9. Hospital/medical benefits		4,871	113,711	144,739
10. Other professional services				0
11. Outside referrals				0
12. Emergency room and out-of-area				0
13. Prescription drugs		697	471	359
14. Aggregate write-ins for other hospital and medical	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts				0
16. Subtotal (Lines 9 to 15)	0	5,568	114,182	145,098
Less:				
17. Net reinsurance recoveries		5,568	114,182	145,098
18. Total hospital and medical (Lines 16 minus 17)	0	0	0	0
19. Non-health claims (net)				
20. Claims adjustment expenses, including \$367,089 cost containment expenses		369,100	318,343	767,417
21. General administrative expenses		(7,303,014)	(7,472,124)	(15,184,104)
22. Increase in reserves for life and accident and health contracts (including \$ increase in reserves for life only)				0
23. Total underwriting deductions (Lines 18 through 22).....	0	(6,933,914)	(7,153,781)	(14,416,687)
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	6,953,247	7,156,027	14,434,331
25. Net investment income earned		416,919	384,470	799,110
26. Net realized capital gains (losses) less capital gains tax of \$2,834		5,262	0	12,488
27. Net investment gains (losses) (Lines 25 plus 26)	0	422,181	384,470	811,598
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$) (amount charged off \$)].				
29. Aggregate write-ins for other income or expenses	0	0	0	(800)
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	XXX	7,375,428	7,540,497	15,245,129
31. Federal and foreign income taxes incurred	XXX	2,573,812	2,637,641	5,327,038
32. Net income (loss) (Lines 30 minus 31)	XXX	4,801,616	4,902,856	9,918,091
DETAILS OF WRITE-INS				
0601. Provider Admin Fees	XXX	19,333	2,246	17,644
0602.	XXX			
0603.	XXX			
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX	0	0	0
0699. Totals (Lines 0601 through 0603 plus 0698)(Line 6 above)	XXX	19,333	2,246	17,644
0701.	XXX			
0702.	XXX			
0703.	XXX			
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX	0	0	0
0799. Totals (Lines 0701 through 0703 plus 0798)(Line 7 above)	XXX	0	0	0
1401.				
1402.				
1403.				
1498. Summary of remaining write-ins for Line 14 from overflow page	0	0	0	0
1499. Totals (Lines 1401 through 1403 plus 1498)(Line 14 above)	0	0	0	0
2901. Tax Penalties & Fines				(800)
2902.				
2903.				
2998. Summary of remaining write-ins for Line 29 from overflow page	0	0	0	0
2999. Totals (Lines 2901 through 2903 plus 2998)(Line 29 above)	0	0	0	(800)

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year Ended December 31
CAPITAL AND SURPLUS ACCOUNT			
33. Capital and surplus prior reporting year.....	17,994,451	20,791,191	20,791,191
34. Net income or (loss) from Line 32	4,801,616	4,902,856	9,918,091
35. Change in valuation basis of aggregate policy and claim reserves			
36. Change in net unrealized capital gains (losses) less capital gains tax of \$			
37. Change in net unrealized foreign exchange capital gain or (loss)			
38. Change in net deferred income tax	(461,745)	(19,497)	311,391
39. Change in nonadmitted assets	1,316,572	79,488	(1,026,222)
40. Change in unauthorized reinsurance	0	0	0
41. Change in treasury stock	0	0	0
42. Change in surplus notes	0	0	0
43. Cumulative effect of changes in accounting principles.....	224,264		
44. Capital Changes:			
44.1 Paid in	0	0	0
44.2 Transferred from surplus (Stock Dividend).....	0	0	0
44.3 Transferred to surplus.....			
45. Surplus adjustments:			
45.1 Paid in	0	0	0
45.2 Transferred to capital (Stock Dividend)			
45.3 Transferred from capital			
46. Dividends to stockholders	(12,000,000)	(12,000,000)	(12,000,000)
47. Aggregate write-ins for gains or (losses) in surplus	0	0	0
48. Net change in capital & surplus (Lines 34 to 47)	(6,119,293)	(7,037,153)	(2,796,740)
49. Capital and surplus end of reporting period (Line 33 plus 48)	11,875,158	13,754,038	17,994,451
DETAILS OF WRITE-INS			
4701.			
4702.			
4703.			
4798. Summary of remaining write-ins for Line 47 from overflow page	0	0	0
4799. Totals (Lines 4701 through 4703 plus 4798)(Line 47 above)	0	0	0

CASH FLOW

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
Cash from Operations			
1. Premiums collected net of reinsurance	(3,296)	4,443	13,321
2. Net investment income	430,398	371,528	435,740
3. Miscellaneous income	19,333	2,246	17,644
4. Total (Lines 1 to 3)	446,435	378,217	466,705
5. Benefit and loss related payments	0	0	0
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7. Commissions, expenses paid and aggregate write-ins for deductions	(7,420,358)	(7,124,430)	(15,090,729)
8. Dividends paid to policyholders			
9. Federal and foreign income taxes paid (recovered) net of \$2,834 tax on capital gains (losses)	2,575,998	1,836,545	5,348,250
10. Total (Lines 5 through 9)	(4,844,360)	(5,287,885)	(9,742,479)
11. Net cash from operations (Line 4 minus Line 10)	5,290,795	5,666,102	10,209,184
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	546,446	0	2,195,600
12.2 Stocks	0	0	0
12.3 Mortgage loans	0	0	0
12.4 Real estate	0	0	0
12.5 Other invested assets	0	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	0	0	0
12.7 Miscellaneous proceeds	0	0	0
12.8 Total investment proceeds (Lines 12.1 to 12.7)	546,446	0	2,195,600
13. Cost of investments acquired (long-term only):			
13.1 Bonds	0	0	2,897,440
13.2 Stocks	0	0	0
13.3 Mortgage loans	0	0	0
13.4 Real estate	0	0	0
13.5 Other invested assets	0	0	0
13.6 Miscellaneous applications	0	0	0
13.7 Total investments acquired (Lines 13.1 to 13.6)	0	0	2,897,440
14. Net increase (or decrease) in contract loans and premium notes	0	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	546,446	0	(701,840)
Cash from Financing and Miscellaneous Sources			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes	0	0	0
16.2 Capital and paid in surplus, less treasury stock	0	0	0
16.3 Borrowed funds	0	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities	0	0	0
16.5 Dividends to stockholders	12,000,000	12,000,000	12,000,000
16.6 Other cash provided (applied)	1,505,736	54,112	(878,486)
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	(10,494,264)	(11,945,888)	(12,878,486)
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17) ..	(4,657,023)	(6,279,786)	(3,371,142)
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	(7,058,715)	(3,687,573)	(3,687,573)
19.2 End of period (Line 18 plus Line 19.1)	(11,715,738)	(9,967,359)	(7,058,715)

Note: Supplemental disclosures of cash flow information for non-cash transactions:

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EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
Total Members at end of:										
1. Prior Year	15	15	0	0	0	0	0	0	0	0
2. First Quarter	14	14								
3. Second Quarter	12	12								
4. Third Quarter	0									
5. Current Year	0									
6. Current Year Member Months	81	81								
Total Member Ambulatory Encounters for Period:										
7. Physician	8	8								
8. Non-Physician	3	3								
9. Total	11	11	0	0	0	0	0	0	0	0
10. Hospital Patient Days Incurred	0									
11. Number of Inpatient Admissions	0									
12. Health Premiums Written (a)	13,213	13,213								
13. Life Premiums Direct	0									
14. Property/Casualty Premiums Written	0									
15. Health Premiums Earned	13,213	13,213								
16. Property/Casualty Premiums Earned	0									
17. Amount Paid for Provision of Health Care Services.....	7,082	7,082								
18. Amount Incurred for Provision of Health Care Services	5,568	5,568								

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$

STATEMENT AS OF JUNE 30, 2012 OF THE HealthLink HMO, Inc.

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

[illegible]

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UNDERWRITING AND INVESTMENT EXHIBIT

ANALYSIS OF CLAIMS UNPAID - PRIOR YEAR - NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5 Claims Incurred in Prior Years (Columns 1 + 3)	6 Estimated Claim Reserve and Claim Liability December 31 of Prior Year
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid Dec. 31 of Prior Year	4 On Claims Incurred During the Year		
1. Comprehensive (hospital and medical)						
2. Medicare Supplement						
3. Dental Only						
4. Vision Only						
5. Federal Employees Health Benefits Plan						
6. Title XVIII - Medicare						
7. Title XIX - Medicaid						
8. Other health						
9. Health subtotal (Lines 1 to 8)						
10. Healthcare receivables (a)						
11. Other non-health						
12. Medical incentive pools and bonus amounts						
13. Totals (Lines 9-10+11+12)						

(a) Excludes \$ loans or advances to providers not yet expensed.

NOTES TO FINANCIAL STATEMENTS

For purposes of the quarterly interim financial information, it is presumed that the users of the interim financial information have read or have access to the Annual Statement as of December 31, 2011. This presentation addresses only significant events occurring since the last Annual Statement.

1. Summary of Significant Accounting Policies

A. Accounting Practices

The accompanying financial statements of HealthLink HMO, Inc. (the “Company”) have been prepared in conformity with the National Association of Insurance Commissioners’ (“NAIC”) *Annual Statement* Instructions and in accordance with accounting practices prescribed or permitted by the State of Missouri Department of Insurance (the “Department”). The Department has adopted accounting policies found in the National Association of Insurance Commissioners’ (“NAIC”) *Accounting Practices and Procedures Manual* (“NAIC SAP”) as a component of prescribed accounting practices. Additionally, the Department has adopted certain prescribed accounting practices that differ from those found in NAIC SAP, which impact the Company, specifically; limitations are placed on intercompany receivable balances. The Department has the right to permit other specific practices that deviate from prescribed practices. The Company has employed no permitted practices in preparing the accompanying statutory basis financial statements.

A reconciliation of the Company’s capital and surplus as of June 30, 2012 and December 31, 2011, respectively, between NAIC SAP and practices prescribed by the Department is shown below:

	<u>June 30, 2012</u>	<u>December 31, 2011</u>
Statutory capital and surplus,		
Department basis	\$ 11,875,158	\$ 17,994,451
State prescribed practices:		
Nonadmittance of amounts due from		
affiliates pursuant to 382.195 of the		
Missouri Revised Statutes effective		
August 28, 2005	-	1,280,714
Statutory capital and surplus, NAIC SAP	<u>\$ 11,875,158</u>	<u>\$ 19,275,165</u>

For the six months ended June 30, 2012 and the year ended December 31, 2011, there were no differences between the Company’s net income under NAIC SAP and practices permitted or prescribed by the Department.

B. Use of Estimates in the Preparation of the Financial Statements

No change.

C. Accounting Policies

No change.

NOTES TO FINANCIAL STATEMENTS

2. Accounting Changes and Corrections of Errors

The NAIC adopted SSAP No. 101, *Income Taxes, A Replacement of SSAP No. 10R and SSAP No. 10*, in the fourth quarter of 2011 with an effective date of January 1, 2012. The revised standard contains changes to accounting for current and deferred federal and foreign income taxes. One of the changes impacting the Company is that the increased reversal period assumptions and surplus limitations are no longer elective. If the Company qualifies for the increased benefits due to sufficient risk-based capital levels then they are mandatory. The Company had not previously elected the increased benefits available under SSAP No. 10R and does qualify for the increased benefits.

The most significant impact for the Company is the use of increased reversal period assumptions. The cumulative impact on surplus of the adoption of this pronouncement is \$224,264. The impact is reported in the 2012 statements as an increase to surplus on page 5 line 43.

There were no corrections of errors recorded during the quarter ended June 30, 2012.

3. Business Combinations and Goodwill

Not applicable.

4. Discontinued Operations

Not applicable.

5. Investments

A. – C.

Not applicable.

D. Loan-Backed Securities

The Company did not have loan-backed securities at June 30, 2012.

E. – G.

Not applicable.

6. Joint Ventures, Partnerships and Limited Liability Companies

Not applicable.

7. Investment Income

No change.

8. Derivative Instruments

Not applicable.

9. Income Taxes

No change.

NOTES TO FINANCIAL STATEMENTS

10. Information Concerning Parent, Subsidiaries, Affiliates and Other Related Parties

A. Nature of the Relationship

No change.

B. Significant Transactions for Each Period

On March 7, 2012, the Board of Directors of the Company declared an extraordinary dividend of \$12,000,000. The Department approved this dividend on April 9, 2012, and the Company paid the dividend to its parent company, HealthLink, Inc., on April 11, 2012.

C. Intercompany Management and Service Arrangements

No change.

D. Amounts Due To or From Related Parties

At June 30, 2012, the Company reported \$302,036 due from affiliates and \$63,089 due to affiliates, respectively. The receivable and payable balances represent intercompany transactions that will be settled in accordance with the settlement terms of the intercompany agreement.

E. – L.

No change.

11. Debt

Not applicable.

12. Retirement Plans, Deferred Compensation, Postemployment Benefits and Compensated Absences and Other Postretirement Benefit Plans

No change.

13. Capital and Surplus, Shareholders' Dividend Restrictions and Quasi-Reorganizations

No change.

14. Contingencies

No change.

15. Leases

Not applicable.

16. Information About Financial Instruments with Off-Balance Sheet Risk and Financial Instruments with Concentrations of Credit Risk

Not applicable.

17. Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities

NOTES TO FINANCIAL STATEMENTS

A. Transfers of Receivables Reported as Sales

Not applicable.

B. Transfer and Servicing of Financial Assets

Not applicable.

C. Wash Sales

- 1. In the course of the Company’s asset management, securities may be sold and reacquired within 30 days of the sale date to enhance the yield on the investments.
- 2. There were no wash sales involving securities with an NAIC designation of 3 or below or unrated.

18. Gain or Loss to the Reporting Entity from Uninsured Plans and the Uninsured Portion of Partially Insured Plans

A. Administrative Services Only (“ASO”) Plans

The gain/loss from operations from ASO uninsured plans and the uninsured portion of partially insured ASO plans for the six months ended June 30, 2012:

	ASO Uninsured Plans
a) Net reimbursement for administrative expenses (including administrative fees) in excess of actual expenses	\$ 6,933,914
b) Total net other income or expenses (including interest paid to or received from plans)	-
c) Net gains from operations	\$ 6,933,914
d) Total claim payment volume	\$ 8,239,578

B. Administrative Services Contract Plans

Not applicable.

C. Medicare or Other Similarly Structured Cost-Based Reimbursement Contract

Not applicable.

19. Direct Premium Written/Produced by Managing General Agents/Third Party Administrators

Not applicable.

20. Fair Value Measurements

A.-B.

There are no assets or liabilities measured at fair value at June 30, 2012.

NOTES TO FINANCIAL STATEMENTS

C. Financial Instruments

Type of Financial Instrument	Aggregate Fair Value	Admitted Assets	Level I	Level II	Level III
Bonds	\$ 25,395,310	\$ 24,607,622	\$ 21,648,900	\$ 3,746,410	\$ -
Short term investments	1,043,566	1,043,566	1,046,566	-	-

D. Not Practicable to Estimate Fair Value

There are no financial instruments that were not practicable to estimate fair value.

21. Other Items

No change.

22. Events Subsequent

There were no events occurring subsequent to June 30, 2012 requiring disclosure. Subsequent events have been considered through August 9, 2012 for the statutory statement issued on August 9, 2012.

23. Reinsurance

No change.

24. Retrospectively Rated Contracts & Contracts Subject to Redetermination

Not applicable.

25. Change in Incurred Claims and Claim Adjustment Expenses

Not applicable.

26. Intercompany Pooling Arrangements

Not applicable.

27. Structured Settlements

Not applicable.

28. Health Care Receivables

No change.

29. Participating Policies

Not applicable.

30. Premium Deficiency Reserves

Not applicable.

31. Anticipated Subrogation and Other Recoveries

Not applicable.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

GENERAL

- 1.1

Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act?

Yes [☐] No [☒]
- 1.2

If yes, has the report been filed with the domiciliary state?

Yes [☐] No [☐]
- 2.1

Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity?

Yes [☐] No [☒]
- 2.2

If yes, date of change:
3.

Have there been any substantial changes in the organizational chart since the prior quarter end?

Yes [☒] No [☐]

If yes, complete the Schedule Y - Part 1 - organizational chart.
- 4.1

Has the reporting entity been a party to a merger or consolidation during the period covered by this statement?

Yes [☐] No [☒]
- 4.2

If yes, provide the name of the entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1	2	3
Name of Entity	NAIC Company Code	State of Domicile

5.

If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved?

Yes [☐] No [☒] N/A [☐]

If yes, attach an explanation.
- 6.1

State as of what date the latest financial examination of the reporting entity was made or is being made.

12/31/2007
- 6.2

State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released.

12/31/2007
- 6.3

State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).

03/21/2009
- 6.4

By what department or departments?
Missouri Department of Insurance
- 6.5

Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments?

Yes [☒] No [☐] N/A [☐]
- 6.6

Have all of the recommendations within the latest financial examination report been complied with?

Yes [☒] No [☐] N/A [☐]
- 7.1

Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period?

Yes [☐] No [☒]
- 7.2

If yes, give full information:
- 8.1

Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board?

Yes [☐] No [☒]
- 8.2

If response to 8.1 is yes, please identify the name of the bank holding company.
- 8.3

Is the company affiliated with one or more banks, thrifts or securities firms?

Yes [☐] No [☒]
- 8.4

If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.

1	2	3	4	5	6
Affiliate Name	Location (City, State)	FRB	OCC	FDIC	SEC

GENERAL INTERROGATORIES

9.1

Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? (a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships; (b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity; (c) Compliance with applicable governmental laws, rules and regulations; (d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and (e) Accountability for adherence to the code.

Yes [X] No []

9.11

If the response to 9.1 is No, please explain:

9.2

Has the code of ethics for senior managers been amended?

Yes [] No [X]

9.21

If the response to 9.2 is Yes, provide information related to amendment(s).

9.3

Have any provisions of the code of ethics been waived for any of the specified officers?

Yes [] No [X]

9.31

If the response to 9.3 is Yes, provide the nature of any waiver(s).

FINANCIAL

10.1

Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement?

Yes [X] No []

10.2

If yes, indicate any amounts receivable from parent included in the Page 2 amount:

\$ 27,723

INVESTMENT

11.1

Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.)

Yes [] No [X]

11.2

If yes, give full and complete information relating thereto:

12.

Amount of real estate and mortgages held in other invested assets in Schedule BA:

\$

13.

Amount of real estate and mortgages held in short-term investments:

\$

14.1

Does the reporting entity have any investments in parent, subsidiaries and affiliates?

Yes [] No [X]

14.2

If yes, please complete the following:

	1	2
	Prior Year-End Book/Adjusted Carrying Value	Current Quarter Book/Adjusted Carrying Value
14.21 Bonds	\$ 0	\$
14.22 Preferred Stock	\$ 0	\$
14.23 Common Stock	\$ 0	\$
14.24 Short-Term Investments	\$ 0	\$
14.25 Mortgage Loans on Real Estate	\$ 0	\$
14.26 All Other	\$ 0	\$
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26)	\$ 0	\$ 0
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above	\$	\$

15.1

Has the reporting entity entered into any hedging transactions reported on Schedule DB?

Yes [] No [X]

15.2

If yes, has a comprehensive description of the hedging program been made available to the domiciliary state?

Yes [] No []

If no, attach a description with this statement.

GENERAL INTERROGATORIES

16. Excluding items in Schedule E - Part 3 - Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 1, III - General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook? Yes [X] No []
- 16.1 For all agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

1 Name of Custodian(s)	2 Custodian Address
Bank of New York Mellon Corporation	New York, NY

- 16.2 For all agreements that do not comply with the requirements of the NAIC Financial Condition Examiners Handbook, provide the name, location and a complete explanation:

1 Name(s)	2 Location(s)	3 Complete Explanation(s)

- 16.3 Have there been any changes, including name changes, in the custodian(s) identified in 16.1 during the current quarter? Yes [] No [X]
- 16.4 If yes, give full information relating thereto:

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason

- 16.5 Identify all investment advisors, brokers/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1 Central Registration Depository	2 Name(s)	3 Address
113878	McDonnell Investment Management, LLC	Oak Brook, IL

- 17.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed? Yes [X] No []
- 17.2 If no, list exceptions:

GENERAL INTERROGATORIES

PART 2 - HEALTH

1.

Operating Percentages:

1.1 A&H loss percent0.0 %

1.2 A&H cost containment percent0.0 %

1.3 A&H expense percent excluding cost containment expenses0.0 %
- 2.1

Do you act as a custodian for health savings accounts? Yes [] No [X]
- 2.2

If yes, please provide the amount of custodial funds held as of the reporting date\$.....
- 2.3

Do you act as an administrator for health savings accounts? Yes [] No [X]
- 2.4

If yes, please provide the balance of the funds administered as of the reporting date\$.....

STATEMENT AS OF JUNE 30, 2012 OF THE HealthLink HMO, Inc.

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Reinsurer	5 Domiciliary Jurisdiction	6 Type of Reinsurance Ceded	7 Is Insurer Authorized? (Yes or No)
			NONE			

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

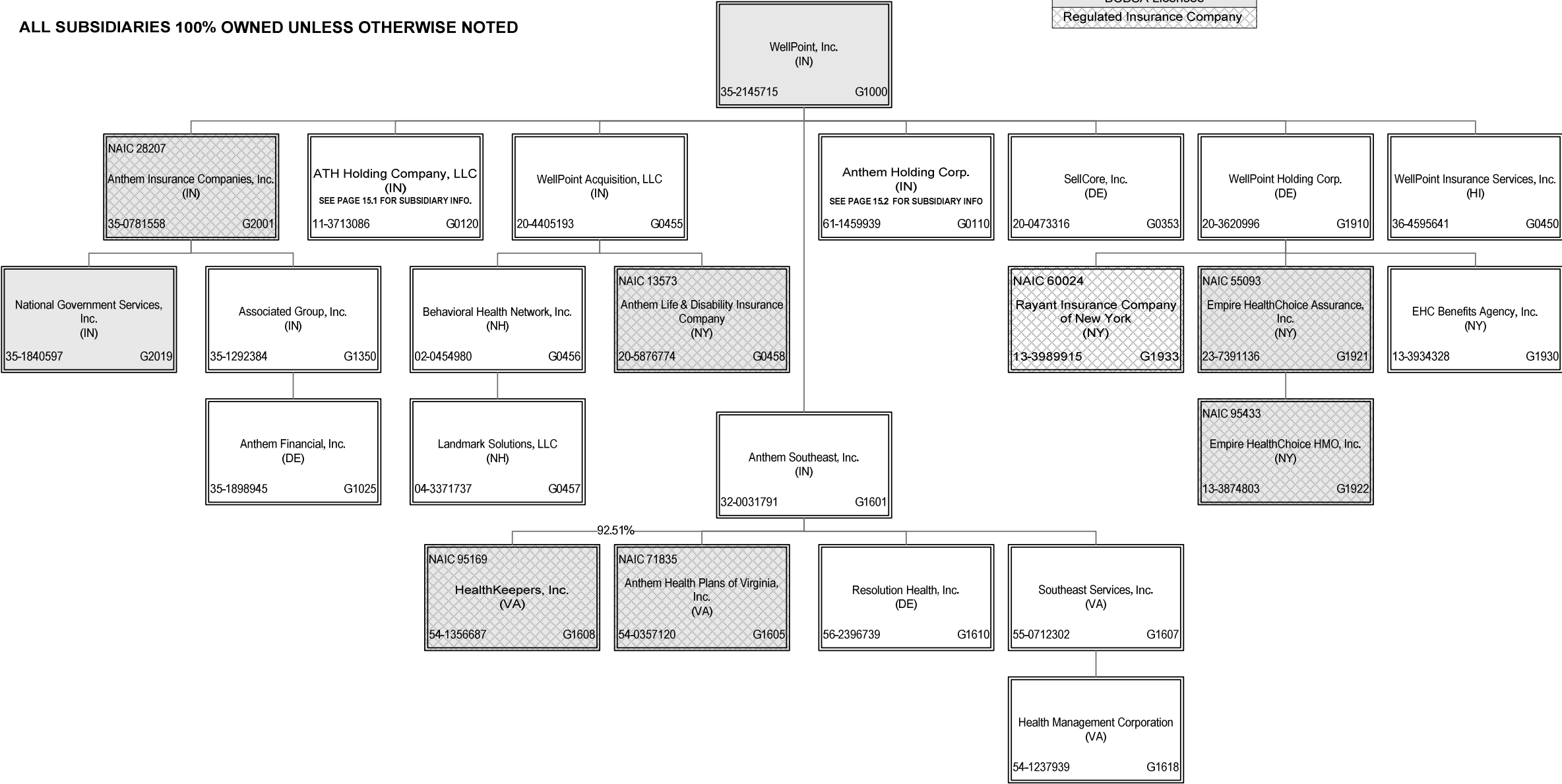
		1	Direct Business Only							
			2	3	4	5	6	7	8	9
States, etc.		Active Status	Accident and Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Program Premiums	Life and Annuity Premiums & Other Considerations	Property/Casualty Premiums	Total Columns 2 Through 7	Deposit-Type Contracts
1.	Alabama	AL	N						0	
2.	Alaska	AK	N						0	
3.	Arizona	AZ	N						0	
4.	Arkansas	AR	L						0	
5.	California	CA	N						0	
6.	Colorado	CO	N						0	
7.	Connecticut	CT	N						0	
8.	Delaware	DE	N						0	
9.	District of Columbia	DC	N						0	
10.	Florida	FL	N						0	
11.	Georgia	GA	N						0	
12.	Hawaii	HI	N						0	
13.	Idaho	ID	N						0	
14.	Illinois	IL	L						0	
15.	Indiana	IN	N						0	
16.	Iowa	IA	N						0	
17.	Kansas	KS	N						0	
18.	Kentucky	KY	N						0	
19.	Louisiana	LA	N						0	
20.	Maine	ME	N						0	
21.	Maryland	MD	N						0	
22.	Massachusetts	MA	N						0	
23.	Michigan	MI	N						0	
24.	Minnesota	MN	N						0	
25.	Mississippi	MS	N						0	
26.	Missouri	MO	L	13,213					13,213	
27.	Montana	MT	N						0	
28.	Nebraska	NE	N						0	
29.	Nevada	NV	N						0	
30.	New Hampshire	NH	N						0	
31.	New Jersey	NJ	N						0	
32.	New Mexico	NM	N						0	
33.	New York	NY	N						0	
34.	North Carolina	NC	N						0	
35.	North Dakota	ND	N						0	
36.	Ohio	OH	N						0	
37.	Oklahoma	OK	N						0	
38.	Oregon	OR	N						0	
39.	Pennsylvania	PA	N						0	
40.	Rhode Island	RI	N						0	
41.	South Carolina	SC	N						0	
42.	South Dakota	SD	N						0	
43.	Tennessee	TN	N						0	
44.	Texas	TX	N						0	
45.	Utah	UT	N						0	
46.	Vermont	VT	N						0	
47.	Virginia	VA	N						0	
48.	Washington	WA	N						0	
49.	West Virginia	WV	N						0	
50.	Wisconsin	WI	N						0	
51.	Wyoming	WY	N						0	
52.	American Samoa	AS	N						0	
53.	Guam	GU	N						0	
54.	Puerto Rico	PR	N						0	
55.	U.S. Virgin Islands	VI	N						0	
56.	Northern Mariana Islands	MP	N						0	
57.	Canada	CN	N						0	
58.	Aggregate Other Aliens	OT	XXX	0	0	0	0	0	0	0
59.	Subtotal	XXX	13,213	0	0	0	0	0	13,213	0
60.	Reporting Entity Contributions for Employee Benefit Plans	XXX							0	
61.	Totals (Direct Business)	(a) 3	13,213	0	0	0	0	0	13,213	0
DETAILS OF WRITE-INS										
5801.	.....	XXX								
5802.	.....	XXX								
5803.	.....	XXX								
5898.	Summary of remaining write-ins for Line 58 from overflow page	XXX	0	0	0	0	0	0	0	0
5899.	Totals (Lines 5801 through 5803 plus 5898)(Line 58 above)	XXX	0	0	0	0	0	0	0	

(L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) Registered - Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer; (E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) None of the above - Not allowed to write business in the state.
(a) Insert the number of L responses except for Canada and Other Alien.

SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 – ORGANIZATIONAL CHART

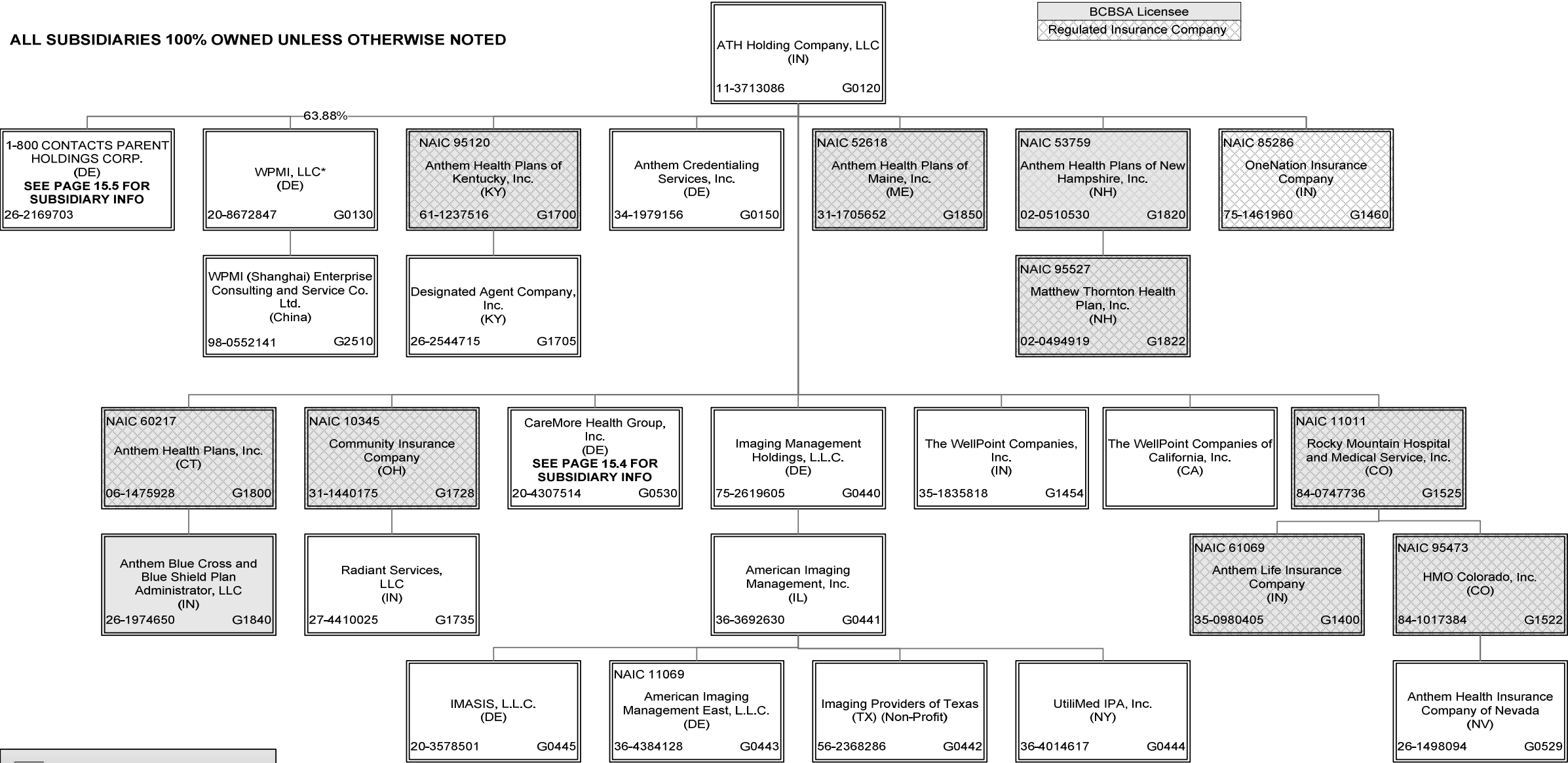
BCBSA Licensee
Regulated Insurance Company

ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED



SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 – ORGANIZATIONAL CHART

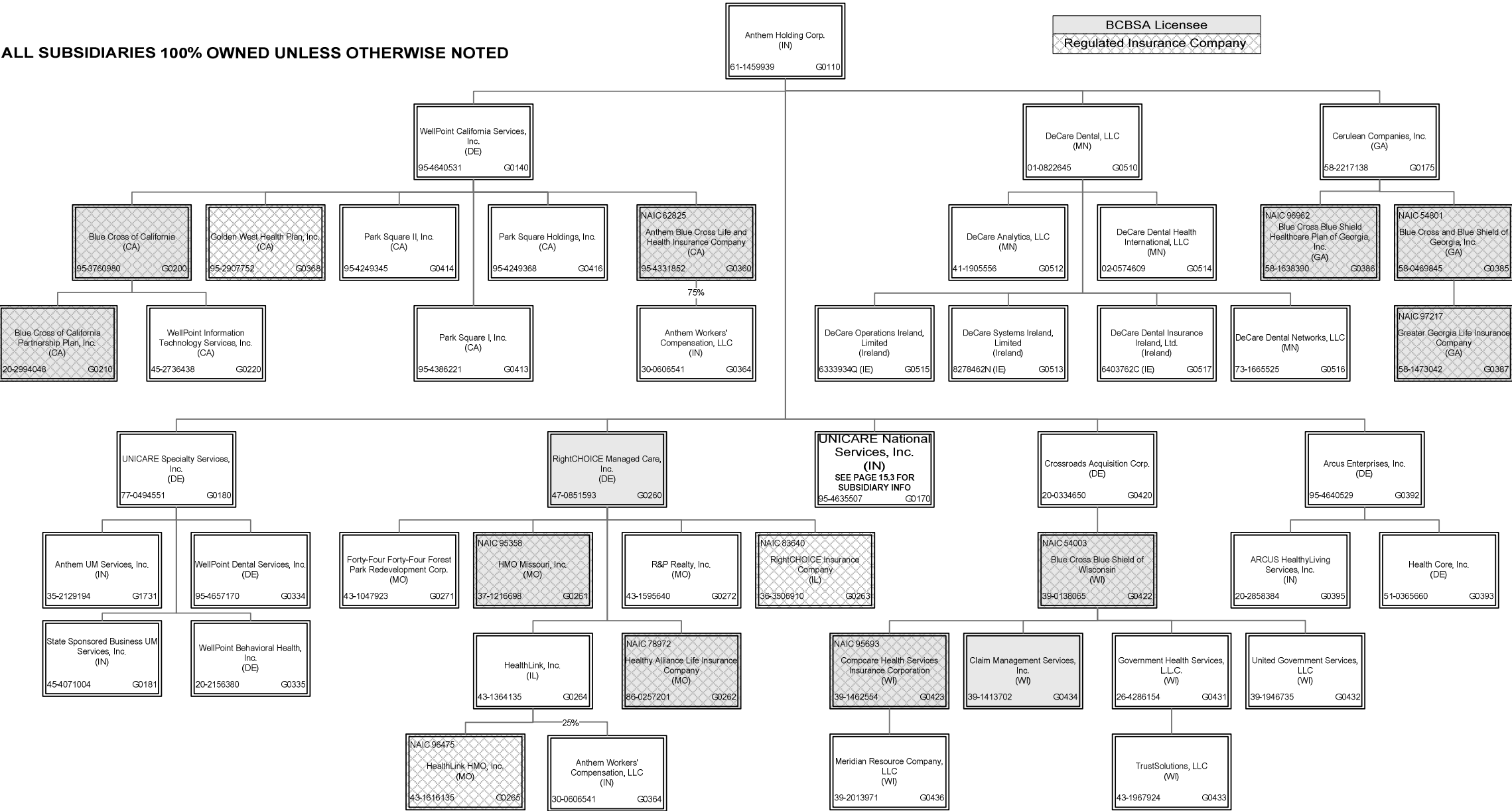
ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED



BCBSA Licensee
Regulated Insurance Company

*36.12 of WPMI, LLC is owned by unaffiliated investors

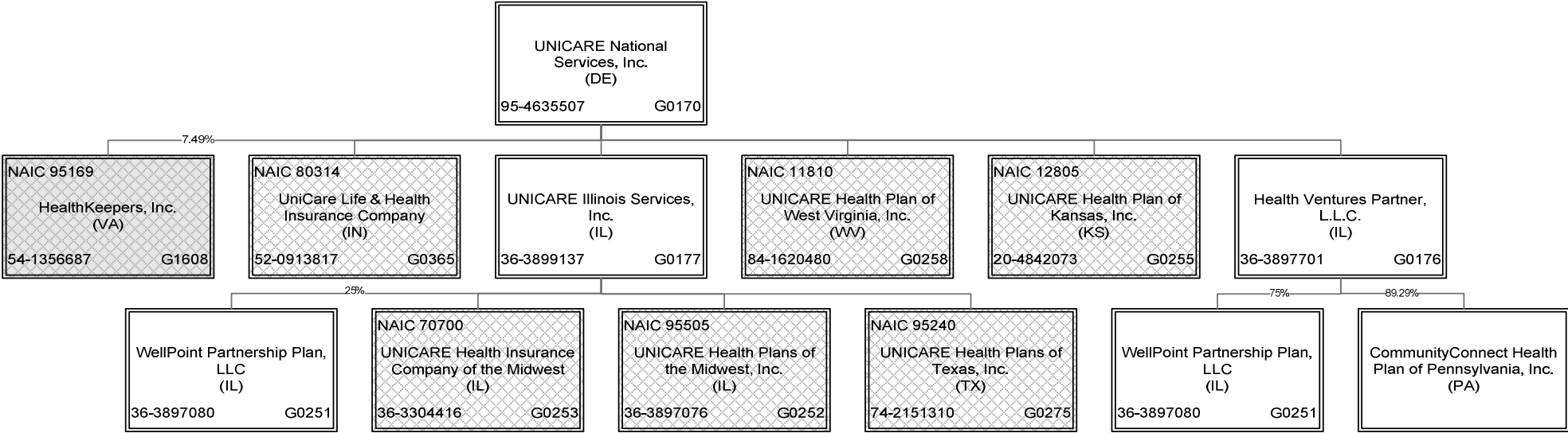
SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 – ORGANIZATIONAL CHART



SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 – ORGANIZATIONAL CHART

BCBSA Licensee
Regulated Insurance Company

ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED

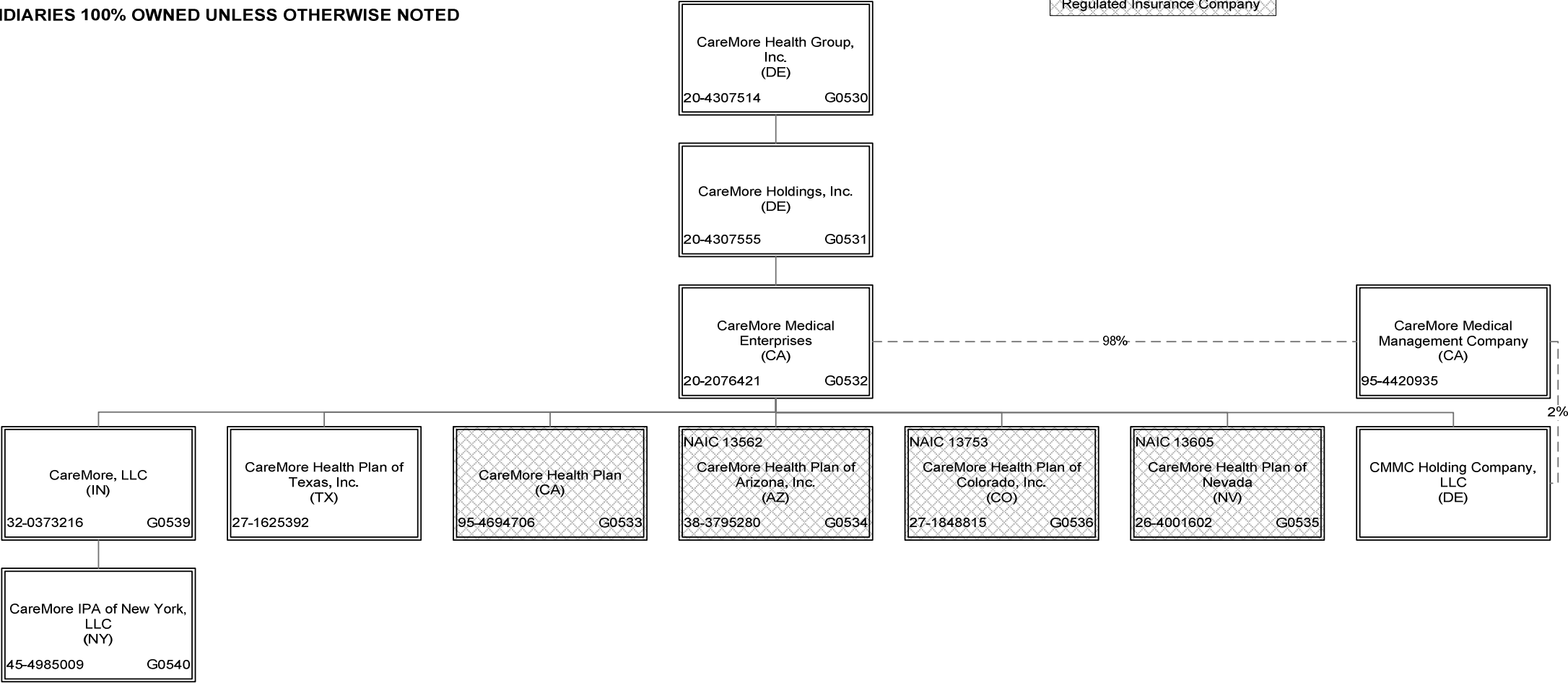


*10.71% of CommunityConnect Health Plan of Pennsylvania, Inc. is owned by unaffiliated investors

SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 – ORGANIZATIONAL CHART

ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED

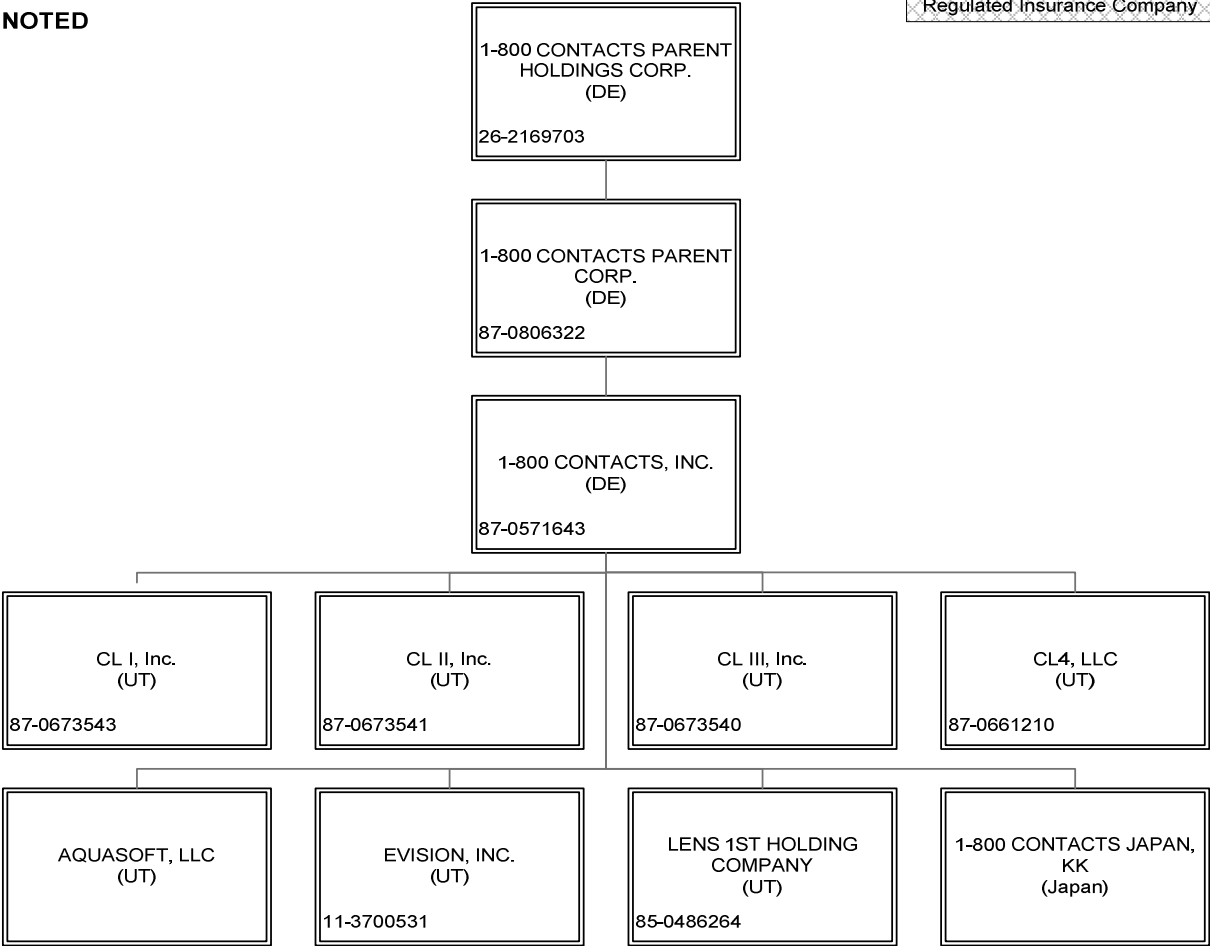
BCBSA Licensee
Regulated Insurance Company



SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 – ORGANIZATIONAL CHART

ALL SUBSIDIARIES 100% OWNED UNLESS OTHERWISE NOTED

BCBSA Licensee
Regulated Insurance Company



SCHEDULE Y
PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domi-ciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Owner-ship Provide Percen-tage	Ultimate Controlling Entity(ies)/Person(s)	*
0671	WellPoint, Inc.		87-0571643				1-800 CONTACTS, INC.	DE	NIA	1-800 CONTACTS PARENT CORP.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.						1-800 CONTACTS JAPAN, KK	Japan	NIA	1-800 CONTACTS, INC.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		87-0806322				1-800 CONTACTS PARENT CORP.	DE	NIA	1-800 CONTACTS PARENT HOLDINGS CORP.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		26-2169703				1-800 CONTACTS PARENT HOLDINGS CORP.	DE	NIA	ATH Holding Company, LLC	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	11069	36-4384128				American Imaging Management East, LLC	DE	JA	American Imaging Management, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		36-3692630				American Imaging Management, Inc.	IL	NIA	Imaging Management Holdings, L.L.C.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		26-1974650				Anthem Blue Cross and Blue Shield Plan Administrator, LLC	IN	NIA	Anthem Health Plans, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	62825	95-4331852				Anthem Blue Cross Life and Health Insurance Company	CA	JA	WellPoint California Services, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		34-1979156				Anthem Credentialing Services, Inc.	DE	NIA	ATH Holding Company, LLC	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		35-1898945				Anthem Financial, Inc.	DE	NIA	Associated Group, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		26-1498094				Anthem Health Insurance Company of Nevada	NV	NIA	HMO Colorado, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	95120	61-1237516				Anthem Health Plans of Kentucky, Inc.	KY	JA	ATH Holding Company, LLC	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	52618	31-1705652				Anthem Health Plans of Maine, Inc.	ME	JA	ATH Holding Company, LLC	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	53759	02-0510530				Anthem Health Plans of New Hampshire, Inc.	NH	JA	ATH Holding Company, LLC	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	71835	54-0357120	40003317			Anthem Health Plans of Virginia, Inc.	VA	JA	Anthem Southeast, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	60217	06-1475928				Anthem Health Plans, Inc.	CT	JA	ATH Holding Company, LLC	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		61-1459939				Anthem Holding Corp.	IN	UIP	WellPoint, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	28207	35-0781558				Anthem Insurance Companies, Inc.	IN	JA	WellPoint, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	13573	20-5876774				Anthem Life & Disability Insurance Company	NY	JA	WellPoint Acquisition, LLC	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	61069	35-0980405				Anthem Life Insurance Company	IN	JA	Rocky Mountain Hospital and Medical Service, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		32-0031791				Anthem Southeast, Inc.	IN	NIA	WellPoint, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		35-2129194				Anthem UM Services, Inc.	IN	NIA	UNICARE Specialty Services, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		30-0606541				Anthem Workers' Compensation, LLC	IN	NIA	Anthem Blue Cross Life and Health Insurance Company	Ownership	75.000	WellPoint, Inc.	
0671	WellPoint, Inc.		30-0606541				Anthem Workers' Compensation, LLC	IN	NIA	HealthLink, Inc.	Ownership	25.000	WellPoint, Inc.	
0671	WellPoint, Inc.						AQUASOFT, LLC	UT	NIA	1-800 CONTACTS, INC.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		95-4640529				Arcus Enterprises, Inc.	DE	NIA	Anthem Holding Corp.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		20-2858384				ARCUS HealthLiving Services, Inc.	IN	NIA	Arcus Enterprises, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		35-1292384				Associated Group, Inc.	IN	NIA	Anthem Insurance Companies, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		11-3713086				ATH Holding Company, LLC	IN	NIA	WellPoint, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		02-0454980				Behavioral Health Network, Inc.	NH	NIA	WellPoint Acquisition, LLC	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	54801	58-0469845				Blue Cross and Blue Shield of Georgia, Inc.	GA	JA	Cerulean Companies, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	96962	58-1638390				Blue Cross Blue Shield Healthcare Plan of Georgia, Inc.	GA	JA	Cerulean Companies, Inc.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.	54003	39-0138065				Blue Cross Blue Shield of Wisconsin	WI	JA	Crossroads Acquisition Corp.	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		95-3760980				Blue Cross of California	CA	JA	WellPoint California Services, Inc.	Ownership	100.000	WellPoint, Inc.	0100
0671	WellPoint, Inc.		20-2994048				Blue Cross of California Partnership Plan, Inc.	CA	JA	Blue Cross of California	Ownership	100.000	WellPoint, Inc.	0101
0671	WellPoint, Inc.		20-4307514				CareMore Health Group, Inc.	DE	NIA	ATH Holding Company, LLC	Ownership	100.000	WellPoint, Inc.	
0671	WellPoint, Inc.		95-4694706				CareMore Health Plan	CA	JA	CareMore Medical Enterprises	Ownership	100.000	WellPoint, Inc.	0102

SCHEDULE Y
PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domi-ciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Owner-ship Provide Percen-tage	Ultimate Controlling Entity(ies)/Person(s)	*
..0671	WellPoint, Inc. ....	..13562	38-3795280	.....	.....	.....	CareMore Health Plan of Arizona, Inc.	AZ	..JA	CareMore Medical Enterprises	Ownership.....	..100.000	WellPoint, Inc. ....	.....
..0671	WellPoint, Inc. ....	..13753	27-1848815	.....	.....	.....	CareMore Health Plan of Colorado, Inc.	CO	..JA	CareMore Medical Enterprises	Ownership.....	..100.000	WellPoint, Inc. ....	.....
..0671	WellPoint, Inc. ....	..13605	26-4001602	.....	.....	.....	CareMore Health Plan of Nevada	NV	..JA	CareMore Medical Enterprises	Ownership.....	..100.000	WellPoint, Inc. ....	.....
..0671	WellPoint, Inc. ....	.....	27-1625392	.....	.....	.....	CareMore Health Plan of Texas, Inc.	TX	..NIA	CareMore Medical Enterprises	Ownership.....	..100.000	WellPoint, Inc. ....	.....
..0671	WellPoint, Inc. ....	.....	20-4307555	.....	.....	.....	CareMore Holdings, Inc.	DE	..NIA	CareMore Health Group, Inc.	Ownership.....	..100.000	WellPoint, Inc. ....	.....
..0671	WellPoint, Inc. ....	.....	45-4985009	.....	.....	.....	CareMore IPA of New York, LLC	NY	..NIA	CareMore, LLC	Ownership.....	..100.000	WellPoint, Inc. ....	.....
..0671	WellPoint, Inc. ....	.....	32-0373216	.....	.....	.....	CareMore, LLC	IN	..NIA	CareMore Medical Enterprises	Ownership.....	..100.000	WellPoint, Inc. ....	.....
..0671	WellPoint, Inc. ....	.....	20-2076421	.....	.....	.....	CareMore Medical Enterprises	CA	..NIA	CareMore Holdings, Inc.	Ownership.....	..100.000	WellPoint, Inc. ....	.....
..0671	WellPoint, Inc. ....	.....	95-4420935	.....	.....	.....	CareMore Medical Management Company	CA	..NIA	CareMore Medical Enterprises	Ownership.....	..98.000	WellPoint, Inc. ....	.....
..0671	WellPoint, Inc. ....	.....	95-4420935	.....	.....	.....	CareMore Medical Management Company	CA	..NIA	CMMC Holding Company, LLC	Ownership.....	..2.000	WellPoint, Inc. ....	.....
..0671	WellPoint, Inc. ....	.....	58-2217138	.....	.....	.....	Cerulean Companies, Inc.	GA	..NIA	Anthem Holding Corp.	Ownership.....	..100.000	WellPoint, Inc. ....	.....
..0671	WellPoint, Inc. ....	.....	87-0673543	.....	.....	.....	CL I, Inc.	UT	..NIA	1-800 Contacts, Inc.	Ownership.....	..100.000	WellPoint, Inc. ....	.....
..0671	WellPoint, Inc. ....	.....	87-0673541	.....	.....	.....	CL II, Inc.	UT	..NIA	1-800 Contacts, Inc.	Ownership.....	..100.000	WellPoint, Inc. ....	.....
..0671	WellPoint, Inc. ....	.....	87-0673540	.....	.....	.....	CL III, Inc.	UT	..NIA	1-800 Contacts, Inc.	Ownership.....	..100.000	WellPoint, Inc. ....	.....
..0671	WellPoint, Inc. ....	.....	87-0661210	.....	.....	.....	CL4, Inc.	UT	..NIA	1-800 Contacts, Inc.	Ownership.....	..100.000	WellPoint, Inc. ....	.....
..0671	WellPoint, Inc. ....	.....	39-1413702	.....	.....	.....	Claim Management Services, Inc.	WI	..NIA	Blue Cross Blue Shield of Wisconsin	Ownership.....	..100.000	WellPoint, Inc. ....	.....
..0671	WellPoint, Inc. ....	.....	.....	.....	.....	.....	CMMC Holding Company, LLC	DE	..NIA	CareMore Medical Enterprises	Ownership.....	..100.000	WellPoint, Inc. ....	.....
..0671	WellPoint, Inc. ....	.....	35-2393838	.....	.....	.....	CommunityConnect Health Plan of Pennsylvania, Inc.	PA	..NIA	Health Ventures Partner, L.L.C.	Ownership.....	..89.290	WellPoint, Inc. ....	..0103
..0671	WellPoint, Inc. ....	..10345	31-1440175	.....	.....	.....	Community Insurance Company	OH	..JA	ATH Holding Company, LLC	Ownership.....	..100.000	WellPoint, Inc. ....	.....
..0671	WellPoint, Inc. ....	..95693	39-1462554	.....	.....	.....	Compcare Health Services Insurance Corporation	WI	..JA	Blue Cross Blue Shield of Wisconsin	Ownership.....	..100.000	WellPoint, Inc. ....	.....
..0671	WellPoint, Inc. ....	.....	20-0334650	.....	.....	.....	Crossroads Acquisition Corp.	DE	..NIA	Anthem Holding Corp.	Ownership.....	..100.000	WellPoint, Inc. ....	.....
..0671	WellPoint, Inc. ....	.....	41-1905556	.....	.....	.....	DeCare Analytics, LLC	MN	..NIA	DeCare Dental, LLC	Ownership.....	..100.000	WellPoint, Inc. ....	.....
..0671	WellPoint, Inc. ....	.....	02-0574609	.....	.....	.....	DeCare Dental Health International, LLC	MN	..NIA	DeCare Dental, LLC	Ownership.....	..100.000	WellPoint, Inc. ....	.....
..0671	WellPoint, Inc. ....	.....	.....	.....	.....	.....	DeCare Dental Insurance Ireland, Ltd.	Ireland	..NIA	DeCare Dental, LLC	Ownership.....	..100.000	WellPoint, Inc. ....	.....
..0671	WellPoint, Inc. ....	.....	73-1665525	.....	.....	.....	DeCare Dental Networks, LLC	MN	..NIA	DeCare Dental, LLC	Ownership.....	..100.000	WellPoint, Inc. ....	.....
..0671	WellPoint, Inc. ....	.....	01-0822645	.....	.....	.....	DeCare Dental, LLC	MN	..NIA	Anthem Holding Corp.	Ownership.....	..100.000	WellPoint, Inc. ....	.....
..0671	WellPoint, Inc. ....	.....	.....	.....	.....	.....	DeCare Operations Ireland, Limited	Ireland	..NIA	DeCare Dental, LLC	Ownership.....	..100.000	WellPoint, Inc. ....	.....
..0671	WellPoint, Inc. ....	.....	.....	.....	.....	.....	DeCare Systems Ireland, Limited	Ireland	..NIA	DeCare Dental, LLC	Ownership.....	..100.000	WellPoint, Inc. ....	.....
..0671	WellPoint, Inc. ....	.....	26-2544715	.....	.....	.....	Designated Agent Company, Inc.	KY	..NIA	Anthem Health Plans of Kentucky, Inc.	Ownership.....	..100.000	WellPoint, Inc. ....	.....
..0671	WellPoint, Inc. ....	.....	13-3934328	.....	.....	.....	EHC Benefits Agency, Inc.	NY	..NIA	WellPoint Holding Corp	Ownership.....	..100.000	WellPoint, Inc. ....	.....
..0671	WellPoint, Inc. ....	..55093	23-7391136	.....	.....	.....	Empire HealthChoice Assurance, Inc.	NY	..JA	WellPoint Holding Corp	Ownership.....	..100.000	WellPoint, Inc. ....	.....
..0671	WellPoint, Inc. ....	..95433	13-3874803	.....	.....	.....	Empire HealthChoice HMO, Inc.	NY	..JA	Empire HealthChoice Assurance, Inc.	Ownership.....	..100.000	WellPoint, Inc. ....	.....
..0671	WellPoint, Inc. ....	.....	11-3700531	.....	.....	.....	EVISION, INC.	UT	..NIA	1-800 CONTACTS, INC.	Ownership.....	..100.000	WellPoint, Inc. ....	.....
..0671	WellPoint, Inc. ....	.....	43-1047923	.....	.....	.....	Forty-Four Forty-Four Forest Park Redevelopment Corp.	MO	..NIA	RightCHOICE Managed Care, Inc.	Ownership.....	..100.000	WellPoint, Inc. ....	.....
..0671	WellPoint, Inc. ....	.....	95-2907752	.....	.....	.....	Golden West Health Plan, Inc.	CA	..JA	WellPoint California Services, Inc.	Ownership.....	..100.000	WellPoint, Inc. ....	..0104
..0671	WellPoint, Inc. ....	.....	26-4286154	.....	.....	.....	Government Health Services, LLC	WI	..NIA	Blue Cross Blue Shield of Wisconsin	Ownership.....	..100.000	WellPoint, Inc. ....	.....
..0671	WellPoint, Inc. ....	..97217	58-1473042	.....	.....	.....	Greater Georgia Life Insurance Company	GA	..JA	Blue Cross and Blue Shield of Georgia, Inc.	Ownership.....	..100.000	WellPoint, Inc. ....	.....
..0671	WellPoint, Inc. ....	.....	51-0365660	.....	.....	.....	Health Core, Inc.	DE	..NIA	Arcus Enterprises, Inc.	Ownership.....	..100.000	WellPoint, Inc. ....	.....
..0671	WellPoint, Inc. ....	.....	54-1237939	.....	.....	.....	Health Management Corporation	VA	..NIA	Southeast Services, Inc.	Ownership.....	..100.000	WellPoint, Inc. ....	.....
..0671	WellPoint, Inc. ....	.....	36-3897701	.....	.....	.....	Health Ventures Partner, L.L.C.	JL	..NIA	UNICARE National Services, Inc.	Ownership.....	..100.000	WellPoint, Inc. ....	.....
..0671	WellPoint, Inc. ....	..95169	54-1356687	.....	.....	.....	HealthKeepers, Inc.	VA	..JA	Anthem Southeast, Inc.	Ownership.....	..92.510	WellPoint, Inc. ....	.....
..0671	WellPoint, Inc. ....	..95169	54-1356687	.....	.....	.....	HealthKeepers, Inc.	VA	..JA	UNICARE National Services, Inc.	Ownership.....	..7.490	WellPoint, Inc. ....	.....

SCHEDULE Y
PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domi-ciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Owner-ship Provide Percen-tage	Ultimate Controlling Entity(ies)/Person(s)	*
...0671 ...	WellPoint, Inc. ....	...96475 ...	43-1616135 ...	.....	.....	.....	HealthLink HMO, Inc.	MO	.....	HealthLink, Inc.	Ownership.....	...100.000 ...	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	.....	43-1364135 ...	.....	.....	.....	HealthLink, Inc.	IL	UDP	RightCHOICE Managed Care, Inc.	Ownership.....	...100.000 ...	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	...78972 ...	86-0257201 ...	.....	.....	.....	Healthy Alliance Life Insurance Company	MO	JA	RightCHOICE Managed Care, Inc.	Ownership.....	...100.000 ...	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	...95473 ...	84-1017384 ...	.....	.....	.....	HMO Colorado, Inc.	CO	JA	Rocky Mountain Hospital and Medical Service, Inc.	Ownership.....	...100.000 ...	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	...95358 ...	37-1216698 ...	.....	.....	.....	HMO Missouri, Inc.	MO	JA	RightCHOICE Managed Care, Inc.	Ownership.....	...100.000 ...	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	.....	75-2619605 ...	.....	.....	.....	Imaging Management Holdings, L.L.C. ...	DE	NIA	ATH Holding Company, LLC	Ownership.....	...100.000 ...	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	.....	56-2368286 ...	.....	.....	.....	Imaging Providers of Texas (non-profit) ...	TX	NIA	American Imaging Management, Inc.	Ownership.....	...100.000 ...	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	.....	20-3578501 ...	.....	.....	.....	IMASIS, L.L.C.	DE	NIA	American Imaging Management, Inc.	Ownership.....	...100.000 ...	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	.....	04-3371737 ...	.....	.....	.....	Landmark Solutions, LLC	NH	NIA	Behavioral Health Network, Inc.	Ownership.....	...100.000 ...	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	.....	85-0486264 ...	.....	.....	.....	LENS 1ST HOLDING COMPANY	UT	NIA	1-800 CONTACTS, INC.	Ownership.....	...100.000 ...	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	...95527 ...	02-0494919 ...	.....	.....	.....	Matthew Thornton Health Plan, Inc.	NH	JA	Anthem Health Plans of New Hampshire, Inc.	Ownership.....	...100.000 ...	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	.....	39-2013971 ...	.....	.....	.....	Meridian Resource Company, LLC	WI	NIA	Compcare Health Services Insurance Corporation	Ownership.....	...100.000 ...	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	.....	35-1840597 ...	.....	.....	.....	National Government Services, Inc.	IN	NIA	Anthem Insurance Companies, Inc.	Ownership.....	...100.000 ...	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	...85286 ...	75-1461960 ...	.....	.....	.....	OneNation Insurance Company	IN	JA	ATH Holding Company, LLC	Ownership.....	...100.000 ...	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	.....	95-4249368 ...	.....	.....	.....	Park Square Holdings, Inc.	CA	NIA	WellPoint California Services, Inc.	Ownership.....	...100.000 ...	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	.....	95-4386221 ...	.....	.....	.....	Park Square I, Inc.	CA	NIA	WellPoint California Services, Inc.	Ownership.....	...100.000 ...	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	.....	95-4249345 ...	.....	.....	.....	Park Square II, Inc.	CA	NIA	WellPoint California Services, Inc.	Ownership.....	...100.000 ...	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	.....	43-1595640 ...	.....	.....	.....	R & P Realty, Inc.	MO	NIA	RightCHOICE Managed Care, Inc.	Ownership.....	...100.000 ...	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	.....	56-2396739 ...	.....	.....	.....	Resolution Health, Inc.	DE	NIA	Anthem Southeast, Inc.	Ownership.....	...100.000 ...	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	.....	27-4410025 ...	.....	.....	.....	Radiant Services, LLC	IN	NIA	Community Insurance Company	Ownership.....	...100.000 ...	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	...60024 ...	13-3989915 ...	.....	.....	.....	Rayant Insurance Company of New York ...	NY	JA	WellPoint Holding Corp	Ownership.....	...100.000 ...	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	...83640 ...	36-3506910 ...	.....	.....	.....	RightCHOICE Insurance Company	IL	JA	RightCHOICE Managed Care, Inc.	Ownership.....	...100.000 ...	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	.....	47-0851593 ...	.....	.....	.....	RightCHOICE Managed Care, Inc.	DE	UIP	Anthem Holding Corp.	Ownership.....	...100.000 ...	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	...11011 ...	84-0747736 ...	.....	.....	.....	Rocky Mountain Hospital and Medical Service, Inc.	CO	JA	ATH Holding Company, LLC	Ownership.....	...100.000 ...	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	.....	20-0473316 ...	.....	.....	.....	SellCore, Inc.	DE	NIA	WellPoint, Inc.	Ownership.....	...100.000 ...	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	.....	55-0712302 ...	.....	.....	.....	Southeast Services, Inc.	VA	NIA	Anthem Southeast, Inc.	Ownership.....	...100.000 ...	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	.....	45-4071004 ...	.....	.....	.....	State Sponsored Business UM Services, Inc.	IN	NIA	UNICARE Specialty Services, Inc.	Ownership.....	...100.000 ...	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	.....	35-1835818 ...	.....	.....	.....	The WellPoint Companies, Inc.	IN	NIA	ATH Holding Company, LLC	Ownership.....	...100.000 ...	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	.....	45-5443372 ...	.....	.....	.....	The WellPoint Companies of California, Inc.	CA	NIA	ATH Holding Company, LLC	Ownership.....	...100.000 ...	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	.....	43-1967924 ...	.....	.....	.....	TrustSolutions, LLC	WI	NIA	Government Health Services, LLC	Ownership.....	...100.000 ...	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	...70700 ...	36-3304416 ...	.....	.....	.....	UNICARE Health Insurance Company of the Midwest ...	IL	JA	UNICARE Illinois Services, Inc.	Ownership.....	...100.000 ...	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	...12805 ...	20-4842073 ...	.....	.....	.....	UNICARE Health Plan of Kansas, Inc. ..	KS	JA	UNICARE National Services, Inc.	Ownership.....	...100.000 ...	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	...11810 ...	84-1620480 ...	.....	.....	.....	UNICARE Health Plan of West Virginia, Inc.	WV	JA	UNICARE National Services, Inc.	Ownership.....	...100.000 ...	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	...95420 ...	74-2151310 ...	.....	.....	.....	UNICARE Health Plans of Texas, Inc. ..	TX	JA	UNICARE Illinois Services, Inc.	Ownership.....	...100.000 ...	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	...95505 ...	36-3897076 ...	.....	.....	.....	UNICARE Health Plans of the Midwest, Inc.	IL	JA	UNICARE Illinois Services, Inc.	Ownership.....	...100.000 ...	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	.....	36-3899137 ...	.....	.....	.....	UNICARE Illinois Services, Inc.	IL	NIA	UNICARE National Services, Inc.	Ownership.....	...100.000 ...	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	...80314 ...	52-0913817 ...	.....	.....	.....	UNICARE Life & Health Insurance Company	IN	JA	UNICARE National Services, Inc.	Ownership.....	...100.000 ...	WellPoint, Inc. ....	.....
...0671 ...	WellPoint, Inc. ....	.....	95-4635507 ...	.....	.....	.....	UNICARE National Services, Inc.	DE	NIA	Anthem Holding Corp.	Ownership.....	...100.000 ...	WellPoint, Inc. ....	.....

SCHEDULE Y
PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domi-ciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Owner-ship Provide Percen-tage	Ultimate Controlling Entity(ies)/Person(s)	*
..0671	WellPoint, Inc.		77-0494551				UNICARE Specialty Services, Inc.	DE	..NIA	Anthem Holding Corp.	Ownership.....	..100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.		39-1946735				United Government Services, LLC	WI	..NIA	Blue Cross Blue Shield of Wisconsin .	Ownership.....	..100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.		36-4014617				Utilimed IPA, Inc.	NY	..NIA	American Imaging Management, Inc.	Ownership.....	..100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.		20-4405193				WellPoint Acquisition, LLC	IN	..NIA	WellPoint, Inc.	Ownership.....	..100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.		20-2156380				WellPoint Behavioral Health, Inc.	DE	..NIA	UNICARE Specialty Services, Inc.	Ownership.....	..100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.		95-4640531				WellPoint California Services, Inc. ..	DE	..NIA	Anthem Holding Corp.	Ownership.....	..100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.		95-4657170				WellPoint Dental Services, Inc.	DE	..NIA	UNICARE Specialty Services, Inc.	Ownership.....	..100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.		20-3620996				WellPoint Holding Corp.	DE	..NIA	WellPoint, Inc.	Ownership.....	..100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.		45-2736438				WellPoint Information Technology Services, Inc.	CA	..NIA	Blue Cross of California	Ownership.....	..100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.		36-4595641				WellPoint Insurance Services, Inc.	HI	..NIA	WellPoint, Inc.	Ownership.....	..100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.		36-3897080				WellPoint Partnership Plan, LLC	JL	..NIA	Health Ventures Partner, L.L.C.	Ownership.....	..75.000	WellPoint, Inc.	
..0671	WellPoint, Inc.		36-3897080				WellPoint Partnership Plan, LLC	JL	..NIA	UNICARE Illinois Services, Inc.	Ownership.....	..25.000	WellPoint, Inc.	
..0671	WellPoint, Inc.		35-2145715		6324	New York Stock Exchange (NYSE)	WellPoint, Inc.	IN	..UIP				WellPoint, Inc.	
..0671	WellPoint, Inc.		98-0552141				WPMI Enterprise Consulting and Service Co., LTD	China	..NIA	WPMI, LLC	Ownership.....	..100.000	WellPoint, Inc.	
..0671	WellPoint, Inc.		20-8672847				WPMI, LLC	DE	..NIA	ATH Holding Company, LLC	Ownership.....	..63.880	WellPoint, Inc. ....	..0105

Asterisk	Explanation
0100	Insurer is deemed to be an insurance affiliate in column 10, but doesn't have an NAIC code in column 3 because it is regulated by the California Department of Managed Health Care.
0101	Insurer is deemed to be an insurance affiliate in column 10, but doesn't have an NAIC code in column 3 because it is regulated by the California Department of Managed Health Care.
0102	Insurer is deemed to be an insurance affiliate in column 10, but doesn't have an NAIC code in column 3 because it is regulated by the California Department of Managed Health Care.
0103	10.71% owned by unaffiliated investors
0104	Insurer is deemed to be an insurance affiliate in column 10, but doesn't have an NAIC code in column 3 because it is regulated by the California Department of Managed Health Care.
0105	36.12% owned by unaffiliated investors

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of NO to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

Response

1. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?

NO

Explanation:

1.

Bar Code:

1. Medicare Part D Coverage Supplement [Document Identifier 365]



OVERFLOW PAGE FOR WRITE-INS

NONE

SCHEDULE A - VERIFICATION

Real Estate

	1	2
	Year to Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year		
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition		
3. Current year change in encumbrances		
4. Total gain (loss) on disposals		
5. Deduct amounts received on disposals		
6. Total foreign exchange change in book/adjusted carrying value		
7. Deduct current year's other than temporary impairment recognized		
8. Deduct current year's depreciation		
9. Book/adjusted carrying value at the end of current period (Lines 1+2+3+4-5+6-7-8)		
10. Deduct total nonadmitted amounts		
11. Statement value at end of current period (Line 9 minus Line 10)		

SCHEDULE B - VERIFICATION

Mortgage Loans

	1	2
	Year to Date	Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest, December 31 of prior year		
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition		
3. Capitalized deferred interest and other		
4. Accrual of discount		
5. Unrealized valuation increase (decrease)		
6. Total gain (loss) on disposals		
7. Deduct amounts received on disposals		
8. Deduct amortization of premium and mortgage interest points and commitment fees		
9. Total foreign exchange change in book value/recorded investment excluding accrued interest		
10. Deduct current year's other than temporary impairment recognized		
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)		
12. Total valuation allowance		
13. Subtotal (Line 11 plus Line 12)		
14. Deduct total nonadmitted amounts		
15. Statement value at end of current period (Line 13 minus Line 14)		

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

	1	2
	Year to Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year		
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition		
3. Capitalized deferred interest and other		
4. Accrual of discount		
5. Unrealized valuation increase (decrease)		
6. Total gain (loss) on disposals		
7. Deduct amounts received on disposals		
8. Deduct amortization of premium and depreciation		
9. Total foreign exchange change in book/adjusted carrying value		
10. Deduct current year's other than temporary impairment recognized		
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)		
12. Deduct total nonadmitted amounts		
13. Statement value at end of current period (Line 11 minus Line 12)		

SCHEDULE D - VERIFICATION

Bonds and Stocks

	1	2
	Year to Date	Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	25,148,680	24,427,809
2. Cost of bonds and stocks acquired		2,897,440
3. Accrual of discount	3,543	12,050
4. Unrealized valuation increase (decrease)		0
5. Total gain (loss) on disposals	8,096	19,211
6. Deduct consideration for bonds and stocks disposed of	546,446	2,195,600
7. Deduct amortization of premium	6,251	12,230
8. Total foreign exchange change in book/adjusted carrying value		0
9. Deduct current year's other than temporary impairment recognized		0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	24,607,622	25,148,680
11. Deduct total nonadmitted amounts		0
12. Statement value at end of current period (Line 10 minus Line 11)	24,607,622	25,148,680

STATEMENT AS OF JUNE 30, 2012 OF THE HealthLink HMO, Inc.

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity
During the Current Quarter for all Bonds and Preferred Stock by Rating Class

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a)	25,623,298	567,735	538,479	(1,366)	25,623,298	25,651,188	0	25,245,831
2. Class 2 (a)	0				0	0		0
3. Class 3 (a)	0				0	0		0
4. Class 4 (a)	0				0	0		0
5. Class 5 (a)	0				0	0		0
6. Class 6 (a)	0				0	0		0
7. Total Bonds	25,623,298	567,735	538,479	(1,366)	25,623,298	25,651,188	0	25,245,831
PREFERRED STOCK								
8. Class 1	0				0	0		0
9. Class 2	0				0	0		0
10. Class 3	0				0	0		0
11. Class 4	0				0	0		0
12. Class 5	0				0	0		0
13. Class 6	0				0	0		0
14. Total Preferred Stock	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock	25,623,298	567,735	538,479	(1,366)	25,623,298	25,651,188	0	25,245,831

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$; NAIC 2 \$; NAIC 3 \$;
NAIC 4 \$; NAIC 5 \$; NAIC 6 \$

SCHEDULE DA - PART 1

Short-Term Investments

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year-to-Date	Paid for Accrued Interest Year-to-Date
9199999 Totals	1,043,566	XXX	1,043,566	56	0

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	97,151	437,529
2. Cost of short-term investments acquired	946,669	2,604,553
3. Accrual of discount		0
4. Unrealized valuation increase (decrease)		0
5. Total gain (loss) on disposals		0
6. Deduct consideration received on disposals	254	2,944,931
7. Deduct amortization of premium		0
8. Total foreign exchange change in book/adjusted carrying value		0
9. Deduct current year's other than temporary impairment recognized		0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	1,043,566	97,151
11. Deduct total nonadmitted amounts		0
12. Statement value at end of current period (Line 10 minus Line 11)	1,043,566	97,151

Schedule DB - Part A - Verification - Options, Caps, Floors, Collars, Swaps and Forwards
N O N E

Schedule DB - Part B - Verification - Futures Contracts
N O N E

Schedule DB - Part C - Section 1 - Replication (Synthetic Asset) Transactions (RSATs) Open
N O N E

Schedule DB-Part C-Section 2-Reconciliation of Replication (Synthetic Asset) Transactions Open
N O N E

Schedule DB - Verification - Book/Adjusted Carrying Value, Fair Value and Potential Exposure of
Derivatives
N O N E

Schedule E - Verification - Cash Equivalents
N O N E

Schedule A - Part 2 - Real Estate Acquired and Additions Made
N O N E

Schedule A - Part 3 - Real Estate Disposed
N O N E

Schedule B - Part 2 - Mortgage Loans Acquired
N O N E

Schedule B - Part 3 - Mortgage Loans Disposed, Transferred or Repaid
N O N E

Schedule BA - Part 2 - Other Long-Term Invested Assets Acquired
N O N E

Schedule BA - Part 3 - Other Long-Term Invested Assets Disposed, Transferred or Repaid
N O N E

Schedule D - Part 3 - Long-Term Bonds and Stocks Acquired
N O N E

SCHEDULE D - PART 4

[illegible]

Schedule DB - Part A - Section 1 - Options, Caps, Floors, Collars, Swaps and Forwards Open
N O N E

Schedule DB - Part B - Section 1 - Futures Contracts Open
N O N E

Schedule DB - Part B - Section 1B - Brokers with whom cash deposits have been made
N O N E

Schedule DB - Part D - Counterparty Exposure for Derivative Instruments Open
N O N E

Schedule DL - Part 1 - Reinvested Collateral Assets Owned
N O N E

Schedule DL - Part 2 - Reinvested Collateral Assets Owned
N O N E

SCHEDULE E - PART 1 - CASH

[illegible]

Schedule E - Part 2 - Cash Equivalents - Investments Owned End of Current Quarter
N O N E